

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the sixth annual general meeting ("AGM") of ES Group (Holdings) Limited (the "Company") will be held at 10 Kwong Min Road, Singapore 628712 on Tuesday, 26 April 2016 at 10.30 a.m. to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements, the Directors' Statement and the Auditor's Report for the financial year ended 31 December 2015. **Resolution 1**
2. To approve the payment of Directors' fees of \$137,500 for the financial year ending 31 December 2016, to be paid quarterly in arrears. **Resolution 2**
3. To re-elect Mr. Wee Siew Kim, a Director retiring pursuant to Article 98 of the constitution of the Company.
Mr. Wee Siew Kim will, upon re-election as a Director of the Company, remain as Chairman of the Board, Chairman of the Nominating Committee and a member of the Audit and Risk Committee and the Remuneration and Compensation Committee, and shall be considered independent for purposes of Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "SGX-ST") (the "Catalist Rules"). (See Explanatory Notes) **Resolution 3**
4. To re-elect Mr. Christopher Low Chee Leng, a Director retiring pursuant to Article 98 of the constitution of the Company. (See Explanatory Notes) **Resolution 4**
5. To re-appoint Messrs BDO LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions, with or without modifications:

6. That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "Act") and Rule 806 of the Catalist Rules, authority be and is hereby given to the directors of the Company ("Directors") to:
 - (A) (i) issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, the "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures, convertible securities or other instruments convertible into Shares; and/or
 - (iii) notwithstanding that such authority may have ceased to be in force at the time the Instruments are to be issued, issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or other capitalisation issues,
at any time and upon such terms and conditions and for such purposes and to such person as the Directors may in their absolute discretion deem fit; and
- (B) issue Shares in pursuance of any Instrument made or granted by our Directors pursuant to (A)(i) and/or (A)(iii) above, notwithstanding that such authority may have ceased to be in force at the time the Shares are to be issued, provided that:
 - (i) the aggregate number of Shares to be issued pursuant to such authority (including Shares to be issued in pursuance of the Instruments made or granted pursuant to such authority), does not exceed 100% of the total number of issued Shares in the capital of the Company excluding treasury shares (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to shareholders of the Company ("Shareholders") (including Shares to be issued in pursuance of the Instruments made or granted pursuant to such authority) does not exceed 50% of the total number of issued Shares in the capital of the Company excluding treasury shares (as calculated in accordance with sub-paragraph (ii) below);
 - (ii) the total number of issued Shares in the capital of the Company excluding treasury shares shall be based on the Company's total number of issued Shares excluding treasury shares, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of any convertible securities;
 - (b) new Shares arising from exercise of options or vesting of awards which are outstanding or subsisting at the time of the passing of this ordinary resolution; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
 - (iii) in exercising such authority, the Company shall comply with any or all of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Company's constitution for the time being; and
 - (iv) unless revoked or varied by the Company in a general meeting by an ordinary resolution, such authority shall continue in force until the conclusion of the next AGM or the date by which the AGM is required by law to be held, or the expiration of such other period as may be prescribed by the Act and every other legislation for the time being in force concerning companies and affecting the Company, whichever is earlier. (See Explanatory Notes) **Resolution 6**
7. That pursuant to Section 161 of the Act, authority be and is hereby given to the Directors to:
 - (a) grant awards, allot and issue shares under the Eng Soon Performance Share Plan (the "PSP"); and
 - (b) grant options, allot and issue shares under the Eng Soon Employee Share Option Scheme (the "ESOS"),
to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the PSP and/or exercise of options under the ESOS, whether granted during the subsistence of this authority or otherwise provided always that:
the aggregate number of Shares to be issued and/or issuable pursuant to the PSP, the ESOS and all other existing share schemes or share plans of the Company for the time being shall not exceed 15% of the issued share capital of the Company (excluding treasury shares) for the time being and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier.
(See Explanatory Notes) **Resolution 7**
8. To transact any other ordinary business which may properly be transacted at an AGM.

By Order of the Board

Adrian Chan Pengee
Company Secretary
Singapore, 11 April 2016

Explanatory Notes on Ordinary Business to be Transacted:

Resolution 3

The key information of Mr. Wee Siew Kim can be found in the annual report. Mr. Wee Siew Kim, if re-appointed as a Director of the Company, will remain as the Non-Executive Chairman and Independent Director of the Company. There are no relationships including immediate family relationships between Mr. Wee Siew Kim and the other Directors, the Company, its related corporations, its 10% Shareholders or its officers.

Resolution 4

The key information of Mr. Christopher Low Chee Leng can be found in the annual report. Mr. Christopher Low Chee Leng, if re-appointed as a Director of the Company, will remain as the COO of the Company. Mr. Christopher Low Chee Leng's mother, Ms. Neo Peck Keow is a controlling Shareholder. Mr. Christopher Low Chee Leng is the son of Mr. Eddy Chee Cheong (CEO) and Ms. Yvonne Low-Triomphe (controlling Shareholder) are siblings. Mr. Christopher Low Chee Leng is the cousin of Mr. Low Neo Chiew Swee (Executive Director). Mr. Christopher Low Chee Leng has a total interest (direct and deemed) of 48.56% in the capital of the Company.

Explanatory Notes on Special Business to be Transacted:

Resolution 6

The ordinary resolution 6 proposed above, if passed, will empower the Directors, from the date of the AGM until the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier, to allot and issue Shares and convertible securities in the Company, without seeking any further approval from Shareholders in a general meeting but within the limitation imposed by this ordinary resolution, for such purposes as the Directors may consider would be in the best interests of the Company. The number of Shares and convertible securities that the Directors may allot and issue under this ordinary resolution would not exceed 100% of the total number of issued Shares in the capital of the Company excluding treasury shares at the time of the passing of this ordinary resolution. For issue of Shares and convertible securities other than on a pro rata basis to all Shareholders, the aggregate number of Shares and convertible securities to be issued shall not exceed 50% of the total number of issued Shares in the capital of the Company excluding treasury shares at the time of the passing of this ordinary resolution.

The 100% limit and the 50% limit will be calculated based on the Company's issued share capital at the time of the passing of this ordinary resolution, after adjusting for:

- (i) new Shares arising from the conversion or exercise of convertible securities; and
- (ii) any subsequent bonus issue, consolidation or subdivision of Shares.

Resolution 7

The ordinary resolution 7 proposed above, if passed, will authorise and empower the Directors to grant awards and/or options under the PSP and/or the ESOS respectively and to allot and issue Shares pursuant to the vesting of awards under the PSP and/or exercise of options under the ESOS, provided that the aggregate number of Shares to be issued pursuant to the PSP and/or the ESOS shall not exceed 15% of the issued share capital of the Company (excluding treasury shares) for the time being.

Notes:

1. A member of the Company entitled to attend and vote at the AGM (otherwise than a relevant intermediary) is entitled to appoint not more than 2 proxies to attend and vote in his stead. Where such member's form of proxy appoints 2 proxies, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
2. A member who is a relevant intermediary is entitled to appoint more than 2 proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him. Where such member's form of proxy appoints more than 1 proxy, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy. "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Act.
3. A proxy need not be a member of the Company.
4. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
6. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 8 Ubi Road 2, #06-26 Zervex, Singapore 408538 not less than 48 hours before the time appointed for holding the AGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) provides that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor (the "Sponsor"), Canaccord Genuity Singapore Pte. Ltd., for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this notice.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made, or reports contained in this notice.

The contact person for the Sponsor is Ms. Goh Mei Xian, Associate Director and Deputy Head of Continuing Sponsorship, Canaccord Genuity Singapore Pte. Ltd. at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854 6160.